

**OSTER**  
**Researching Services**

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19341-A

December 23, 1996

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20432

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Security Interest dated 12/19/96 which releases the following railroad equipment from the Security Agreement dated 3/27/95 between Norwest Equipment Finance, Inc. and Dakota, Minnesota & Eastern Railroad Corporation, STB Recordation #19341:

3, SD40-2 Locomotives  
DME 6384, 6386, 6387

Please record this agreement as a secondary document to STB Recordation #19341. The filing fee of \$22 is enclosed.

Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Counterparts - Mary Ann Oster*

## TERMINATION OF SECURITY INTEREST

THIS TERMINATION OF SECURITY INTEREST ("Termination") is made as of December 19, 1996, by Norwest Equipment Finance, Inc., a Minnesota corporation (the "Secured Party"), for the benefit of Dakota, Minnesota & Eastern Railroad Corporation, a Delaware corporation (the "Debtor").

1. Recitals

- A. Secured Party and Debtor entered into a Security Agreement dated as of March 27, 1995 (the "Agreement") pursuant to which the Secured Party acquired a security interest in the three (3) SD40-2 locomotives described in Exhibit A attached hereto (the "Units"). The Agreement is on file at the Surface Transportation Board ("STB") under Recordation No. 19341 filed on April 4, 1995 at 11:00 AM.
- B. The lien on the Units has been released by the Secured Party and the Secured Party claims no security interest in said Units.

2. Termination of Security Interest

The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the STB and all of the Secured Party's right, title and interest in and to the Units shall be and has become null and void.

IN WITNESS THEREOF, the Secured Party, pursuant to due authority, has executed this Subordination on the date indicated below its signature.

NORWEST EQUIPMENT FINANCE, INC.

By: 

Its: 

Date: 12/19/96

## **EXHIBIT A**

Rail Equipment Description:

Three (3) SD40-2 Locomotives

Unit Number:

DME 6384

DME 6386


DME 6387

Corporate Form of Acknowledgment

State of Minnesota  
County of Hennepin ss:

On this 19th day of December, 1996 before me personally appeared,  
Timothy Appleget, to me personally known, who being by me duly sworn,  
says that he is the AVP of Norwest Equipment Finance, that the  
foregoing Termination of Security Interest ("Termination") was signed by him on behalf of  
said corporation by authority of its Board of Directors, and he acknowledged that the  
execution of the foregoing Termination was the free act and deed of said corporation.

[Notarial Seal]

  
Signature of notary public  
My commission expires 1/31/2000

